

11416-B  
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**ROSENTHAL AND SCHANFIELD**  
PROFESSIONAL CORPORATION

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11416-B  
MAR 14 1983 -3 45 PM

INTERSTATE COMMERCE COMMISSION

March 10, 1983

No. MAR 14 1983

Date.....

Fee \$ 10.00

ICC Washington, D. C.

ALEX ELSON  
OF COUNSEL

Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C.

Re: Second Supplemental Agreement  
dated as of February 1, 1983

Gentlemen:

Delivered to you herewith for filing and recording under Section 11303 of Title 49 of the United States Code and the rules and regulations thereunder are seven (7) fully executed counterparts of the above-referenced Second Supplemental Agreement. The parties to the Second Supplemental Agreement are:

RECEIVED  
MAR 14 3 30 PM '83  
FEE OPERATION

Trustee:	Continental Illinois National Bank and Trust Company of Chicago 30 North LaSalle Street Chicago, Illinois
Issuer:	United Equipment Leasing Associates The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008
Guarantor:	Evans Transportation Company The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008

The Second Supplemental Agreement relates to that certain Equipment Trust Agreement dated as of December 1, 1979 among the Trustee, Issuer and Guarantor, recorded with the Interstate Commerce Commission on January 23, 1980 as Recordation No. 11416 and amended by a Supplemental Agreement dated August 24, 1981 and recorded as Recordation No. 11416-A. This Second Supplemental Agreement should be filed as another subfiling under Document No. 11416. The Second Supplemental

ROSENTHAL AND SCHANFIELD

Office of the Secretary  
Interstate Commerce Commission

March , 1983  
Page Two

Agreement deletes from the lien of the Equipment Trust Agreement the rail cars described on Exhibit A hereto and subjects to the lien of the Equipment Trust Agreement the rail cars described on Exhibit B attached hereto.

Enclosed herewith is Rosenthal and Schanfield check number 29527 in the amount \$10.00 payable to the order of the Interstate Commerce Commission in full payment of all applicable filing and recording fees and charges.

As the enclosed copies of the Second Supplemental Agreement are being delivered by messenger, we would appreciate your returning to the bearer all copies of the Second Supplemental Agreement, marked to show their recordation number, not required to be kept by you. If this is not possible, please return those copies to:

Ms. Mary K. Prus  
Rosenthal and Schanfield  
55 East Monroe Street, Suite 4620  
Chicago, Illinois 60603

Very truly yours,

ROSENTHAL AND SCHANFIELD

  
Mary K. Prus

MKP:dh  
Enclosures  
BY MESSENGER

UELA SERIES 4DESTROYED EQUIPMENTEXHIBIT A

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
2	Archer-Daniels- Midland Company	100-ton, 21,000 gallon exterior coiled and insulated tank cars	1/19/79	131	UELX 78455 and 78543
1	Archer-Daniels- Midland Company	16,500 gallon exterior coiled and insulated tank cars	9/11/78	131	UELX 78375
2	Archer-Daniels- Midland Company	100-ton, 4,780 cubic feet covered hopper cars	11/22/78	131	UELX 65030 and 65111
5					

SUBSTITUTE EQUIPMENT

UELA SERIES 4

EXHIBIT B

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
3	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank car	*	131	UELX 78737- 78739 inclusive
1	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank car	**	131	UELX 78748
<hr/>					
4					
* Schedule 7 dated July 2, 1979 to Master Lease dated March 26, 1979					
** Schedule 12 dated July 2, 1979 to Master Lease dated March 26, 1979					

11416-B  
MAR 14 1983 3 45 PM  
INTERSTATE COMMERCE COMMISSION  
SECOND SUPPLEMENTAL AGREEMENT

THIS SECOND SUPPLEMENTAL AGREEMENT dated as of February 1, 1983 (hereinafter called the "Supplemental Agreement"), by and among CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association (hereinafter called the "Trustee"), EVANS TRANSPORTATION COMPANY, an Illinois corporation (hereinafter called "ETC") and UNITED EQUIPMENT LEASING ASSOCIATES, a joint venture (hereinafter called "Associates," comprised of Archer-Daniels-Midland Company, a Delaware corporation, hereinafter called "ADM" and Evans Railcar Leasing Company, an Illinois corporation, formerly known as United States Railway Leasing Company and hereinafter called "ERLC").

W I T N E S S E T H, that:

WHEREAS, the Trustee, ETC and Associates have heretofore executed and delivered with and to each other that certain Equipment Trust Agreement dated as of December 1, 1979 (hereinafter called the "Agreement") as amended by that certain Supplemental Agreement dated as of July 1, 1981 (hereinafter called the Supplemental Agreement" and the Agreement as supplemented by the Supplemental Agreement hereinafter called the "Trust Agreement"); and

WHEREAS, the Agreement and the Supplemental Agreement were filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 USC §11303 on January 23, 1980 as Recordation No. 11416 and on August 24, 1981 as Recordation No. 11416-A, respectively; and

WHEREAS, five (5) units of Trust Equipment described in Exhibit A hereto (hereinafter called the "Destroyed Equipment") have suffered a Casualty Occurrence (as defined in Section 4.08 of the Trust Agreement), and pursuant to Section 4.06 of the Trust Agreement, Associates has or will have sold, assigned and transferred to the Trustee in substitution therefor Substitute Equipment (as hereinafter defined); and

WHEREAS, the Trustee, ETC and Associates desire to modify and amend the Trust Agreement to release and delete therefrom the Destroyed Equipment and to encumber and substitute for the Destroyed Equipment the Substitute Equipment.

NOW, THEREFORE, in consideration of the premises and of the promises, covenants and agreements hereinafter set forth, it is agreed by and among the parties hereto that:

1. The Trust Agreement is hereby amended by releasing from the lien thereof and deleting from Schedule A thereof the units of Trust Equipment (herein called "Destroyed Equipment") described in Exhibit A hereto.

2. The Trust Agreement is hereby amended by subjecting to the lien thereof and adding to Schedule A thereof the units of Equipment (herein called "Substitute Equipment") described in Exhibit B hereto.

3. Associates will mark or cause to be marked the Substitute Equipment as provided in Section 4.07 of the Trust Agreement.

4. The terms "Equipment" and "Trust Equipment" as used in the Trust Agreement shall hereafter, for all purposes, include the Substitute Equipment and shall not hereafter include the Destroyed Equipment.

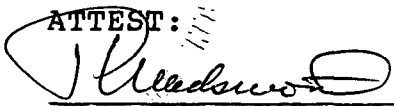
5. Associates will promptly cause this Second Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 USC §11303.

6. Except as amended and supplemented hereby or as previously amended, the Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Second Supplemental Agreement to be duly executed as of the 1st day of February, 1983.

CONTINENTAL ILLINOIS NATIONAL  
BANK, as Trustee

ATTEST:

  
Trust Officer

By: 

Vice President

EVANS TRANSPORTATION COMPANY

By: 

Vice President

UNITED EQUIPMENT LEASING  
ASSOCIATES

By: 

Policy Board Member-ADM

By: 

Policy Board Member-ERLC

ATTEST:

  
Assistant Secretary

STATE OF ILLINOIS    )  
                              ) SS.  
COUNTY OF COOK        )

On this 9<sup>TH</sup> day of MARCH, 1983 before me personally appeared JOHN C. MUEHL, JR., to me personally known, who, being by me duly sworn, says that he is a 2<sup>ND</sup> VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

V. Was [Signature]  
Notary Public

My commission expires:

My Commission Expires July 2, 1984

STATE OF ILLINOIS   )  
                                  ) SS.  
COUNTY OF COOK       )

On this 15<sup>th</sup> day of February, 1983, before me personally appeared Paul R. Leah, to me personally known, who, being by me duly sworn, says that he is Vice President of EVANS TRANSPORTATION COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan E. Muehlefeld  
Notary Public

My commission expires:

2-9-85



STATE OF ILLINOIS     )  
                                      ) SS.  
COUNTY OF Macon )

On this 7<sup>th</sup> day of Macon, 1983, before me personally appeared J. R. Fiddick, to me personally known, who, being by me duly sworn, says that he is a Policy Board Member-ADM of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

May M. Ryzon  
Notary Public

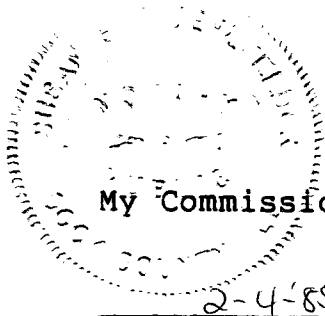
My commission expires:

9-17-83



STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

On this 15<sup>th</sup> day of February, 1983, before me personally appeared Paul R. Leach, to me personally known, who, being by me duly sworn, says that he is a Policy Board Member-ERLC of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.



Susan E. Muchefeldt  
Notary Public

UELA SERIES 4

DESTROYED EQUIPMENT

EXHIBIT A

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
2	Archer-Daniels- Midland Company	100-ton, 21,000 gallon exterior coiled and insulated tank cars	1/19/79	131	UELX 78455 and 78543
1	Archer-Daniels- Midland Company	16,500 gallon exterior coiled and insulated tank cars	9/11/78	131	UELX 78375
2	Archer-Daniels- Midland Company	100-ton, 4,780 cubic feet covered hopper cars	11/22/78	131	UELX 65030 and 65111

SUBSTITUTE EQUIPMENT

EXHIBIT B

UELA SERIES 4

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
3	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank car	*	131	UELX 78737- 78739 inclusive
1	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank car	**	131	UELX 78748

\* Schedule 7 dated July 2, 1979  
to Master Lease dated March 26, 1979

\*\* Schedule 12 dated July 2, 1979  
to Master Lease dated March 26, 1979